

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
SEARS HOLDINGS CORPORATION., <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**BUYER'S SECOND SUPPLEMENTAL CERTIFICATE OF COMPLETION
REGARDING IMPLEMENTATION OF
THE (CORRECTED) REPORT OF THE CONSUMER PRIVACY OMBUDSMAN**

On November 21, 2018, Sears Holdings Corporation and the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Notice of Presentment of Stipulation and Agreed Order with Respect to Appointment of a Consumer Privacy Ombudsman* [Docket No. 863] (the “**Appointment**”). On December 3, 2018, the Court approved the Appointment [Docket No. 999]. On February 4, 2019, the Court-appointed Consumer Privacy Ombudsman²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² All capitalized terms used but not defined in this certificate shall have the meaning set forth in the Sale Order (as defined herein).

filed the *(Corrected) Report of the Consumer Privacy Ombudsman* [Docket No. 2392] (the “**CPO Report**”), recommending, among other things, that the Buyer work with the Ombudsman to implement the procedures in the CPO Report during the six (6) months after the closing of the Global Asset Sale, subject to extension, and file a certification of completion with the Court. On February 8, 2019, the Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* [Docket No. 2507] (the “**Sale Order**”). The Global Asset Sale was successfully completed on February 11, 2019. The Court entered three stipulations and orders amending the CPO report (collectively, the “**Stipulations**”): (1) *Stipulation and Agreed Order Regarding The Report Of The Consumer Privacy Ombudsman (Global Asset Sale Transaction)* [Docket No. 4909] entered on August 20, 2019; (2) *Second Stipulation and Order Regarding The Report Of The Consumer Privacy Ombudsman (Global Asset Sale Transaction)* entered on March 27, 2020 [Docket No. 7528]; and (3) *Third Stipulation and Order Regarding The Report Of The Consumer Privacy Ombudsman (Global Asset Sale Transaction)* entered on June 10, 2020 [Docket No. 8020]. The Stipulations provided *inter alia* that the time period for implementation of the procedures in the CPO Report would be extended to July 31, 2020. On July 31, 2020, Buyer filed *Buyer’s Certificate of Completion Regarding Implementation of the (Corrected) Report of the Consumer Privacy Ombudsman* [Docket No. 8344] and on August 7, 2020, Buyer filed *Buyer’s Supplemental Certificate of Completion Regarding Implementation of the (Corrected) Report of the Consumer Privacy Ombudsman* [Docket No. 8360] (such supplemental certificate, the “**Supplemental Certification**”). In the Supplemental Certification,

Buyer certified *inter alia* that: “to its knowledge after reasonable inquiry, all of the procedures recommended in the CPO Report...[had] been implemented in accordance with the terms therein, as amended by the Stipulations, except for the recommendation set forth in paragraph 24(a), which [had] been delayed due to technical and logistical issues.”

The Buyer hereby represents that, to its knowledge after reasonable inquiry, all of the procedures recommended in the CPO Report (including in paragraph 24(a) of the CPO Report) have now been implemented in accordance with the terms therein, as amended by the Stipulations.

Dated: August 14, 2020

By: Transform Holdco LLC
Buyer

/s/ Luke Valentino

Luke Valentino
General Counsel and Secretary